

Volume III, Section I.B
Direct Broadcast Satellite
Step II Application

STEP II TRANSFER OF CONTROL APPLICATION OF
DIRECT BROADCAST SATELLITE AUTHORIZATIONS

* WorldCom, Inc. ("WorldCom" or the "Transferee") and ~~the Shareholders of~~ MCI Communications Corporation, hereby request approval from the Commission, pursuant to Section 100.80 of the Commission's Rules, 47 C.F.R. § 100.80, for the Transferee to assume control of the Direct Broadcast Satellite ("DBS") authorizations held by MCI Communications Corporation ("MCI") and its subsidiaries (collectively, "Licensee").¹

* **I. Description of the Transaction and Public Interest Considerations**

~~As described in Volume I, Section I to this consolidated filing, this transfer of control application is Step II of a two-step transaction involving an exchange offer for the shares of MCI Communications Corporation.² Step I involves the transfer of the MCI shares to an independent trustee, Howard A. White, under an interim Voting Trust Agreement, which is set forth in Volume I, Section IV.A of this consolidated filing. (See Volume II, Section I.B, for the Direct Broadcast Satellite Step I Application, seeking Commission approval for transfer of Licensee's DBS~~

¹ See Application of MCI Telecommunications Corporation, *Order*, 11 FCC Rcd. 16275 (1996); *Order*, DA 96-2165 (Int'l Bur., rel. Dec. 20, 1996), *app. for review pending*. The Commission also has granted MCI a waiver of Section 319(d) of the Communications Act of 1934, as amended, to begin constructing an additional satellite for its proposed DBS service. See *In re* MCI Telecommunications Corporation, Request for Section 319(d) Waiver in the Direct Broadcast Satellite Service, *Order*, File No. 47-SAT-WAIV-97, DA 97-1450 (rel. July 10, 1997).

² ~~On September 24, 1997, the Commission released its decision approving the merger of MCI Communications Corporation and British Telecommunications plc. Pending resolution of foreign ownership issues surrounding the grant of MCI's DBS license and transfer of that license to BT, the Commission permitted BT to acquire interim control of MCI's DBS license. MCI and BT have not yet consummated that transaction.~~

* See Amendment to Application of WorldCom, Inc. For Transfer of Control of MCI Communications Corporation, dated November 21, 1997.

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~~authorizations to the Trustee to hold in trust on an interim basis pending final Commission approval of the transfer of control of the Licensee's DBS authorizations to Transferee). Step II involves the transfer of the MCI shares by the Trustee to WorldCom. A detailed description of the proposed transaction is set forth in Volume I, Section I to this consolidated filing. A demonstration that the proposed transaction is in the public interest is set forth in Volume I, Section III to this consolidated filing.~~

II. The Parties

The parties to this Step II Application are:

*	Transferor:	Shareholders of Howard A. White, Trustee 623-B Heritage Hills Somers, NY 10589 (914) 277-8705	MCI Communications Corporation 1801 Pennsylvania Ave., N.W. Washington, D.C. 20006-3606 (202) 872-1600
	Transferee:	WorldCom, Inc. 515 East Amite Street Jackson, MS 39201 (601) 360-8600	

Information regarding the ownership and the officers and directors of the Transferee and the Licensee is set forth in Volume III, Section I.K to this consolidated filing.

III. Transferee's Eligibility to Hold the DBS Authorizations

The Transferee is eligible to hold a DBS license under Section 100.11 of the Commission's Rules. Specifically, the Transferee is not an alien or a foreign government, or the representative of an alien or of a foreign government. Nor is the Transferee a corporation organized under the laws

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of any foreign government. None of the officers or directors of the Transferee or of its direct and indirect parent companies are aliens. In addition, no more than one-fifth of the Transferee's voting stock and no more than one-fourth of the voting stock of the Transferee's parent companies are owned of record or voted by aliens or their representatives, by a foreign government, or by any corporation organized under the laws of a foreign country.

The Transferee also possesses the legal, financial, technical, and managerial qualifications to assume control of the Licensee's DBS authorizations. (See Volume I, Section III; Volume III, Section I.K). Accordingly, the proposed transaction should have no negative effect on the Licensee's due diligence obligations under Section 100.19 of the Commission's Rules.

Moreover, the Transferee currently holds no attributable interest in any channels at any full-CONUS location, and the Commission's spectrum aggregation limitations on full-CONUS locations is therefore not applicable in this case.³ Thus, the transfer of the Licensee's DBS authorizations does not raise any anti-competitive concerns underlying the Commission's rules and policies on transfers of DBS licenses.

IV. Consideration

As described in detail in Volume I, Section I, this consolidated filing involves the transfer of control of all of the shares held by MCI Communications Corporation to WorldCom, Inc., and therefore, entails a transfer of control of the Licensee's DBS authorizations, not an assignment of

³ See *In Re Revisions of Rules and Policies for the Direct Broadcast Satellite Service, Report and Order*, 11 FCC Rcd. 9712, Appendix C (1995).

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the authorizations. Following the transaction, Licensee will retain its present name and will continue operations pursuant to the authorizations. In addition, the proposed transaction is not limited to a transfer of the underlying DBS authorizations, but rather involves the transfer of control of all federal and state authorizations held by Licensee. Accordingly, due to the nature of this transaction, the exact value of the consideration being offered for the DBS authorizations cannot be

* determined within the context of the proposed transfer. ~~The total consideration being offered to the Shareholders of MCI for the MCI stock is set forth in WorldCom's Form S-4 Registration Statement made with the Securities and Exchange Commission ("SEC") on October 1, 1997.*~~

V. Certification and Statutory Waiver

WorldCom, Inc. hereby certifies, in accordance with Sections 1.2001-1.2003 of the Commission's Rules, 47 C.F.R. §§ 1.2001-1.2003, that neither WorldCom, nor any party to this Application is subject to a denial of Federal benefits that includes FCC benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988. *See* 21 U.S.C. § 853a.

Pursuant to Section 304 of the Communications Act of 1934, as amended, the Transferee hereby waives any claim to the use of any particular frequency or of the electromagnetic spectrum as against the regulatory power of the United States because of the previous use of the same, whether by license or otherwise.

⁴ ~~The Form S-4 will be publicly available on the SEC's Electronic Data Gathering, Analysis and Retrieval (EDGAR) system which can be accessed at <<http://www.sec.gov>>.~~

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VI. Conclusion

For the foregoing reasons, the Applicants respectfully request that the Commission approve this Application to transfer control of the Licensee's DBS authorizations to the Transferee.

**~~SHAREHOLDERS OF MCI
COMMUNICATIONS CORPORATION~~**

By: 

Howard A. White, Trustee

623-B Heritage Hills
Somers, NY 10589
(914) 277-8705

WORLDCOM, INC.

By: 

Scott D. Sullivan
Secretary, Chief Financial Officer

WorldCom, Inc.
515 East Amite Street
Jackson, MS 39201-2702
(601) 360-8600

*

MCI COMMUNICATIONS CORPORATION

By: 

C. Bolton-Smith, Jr.
Vice President & Secretary

MCI Communications Corporation
1801 Pennsylvania Ave., N.W.
Washington, D.C. 20006-3606
(202) 872-1600

Counsel for Transferee:

Andrew D. Lipman
Jean L. Kiddoo
Helen E. Disenhaus

SWIDLER & BERLIN, CHTD
3000 K Street, N.W., Ste. 300
Washington, D.C. 20007
(202) 424-7500

Dated: October 1, 1997

*

As Amended November 21, 1997

FCC 704
FEDERAL COMMUNICATIONS COMMISSION
Washington, DC 20554

Approved by OMB
3060-0048
Est. Burden: 8 Hours

FCC USE ONLY

APPLICATION FOR CONSENT TO TRANSFER OF CONTROL

(Under 47 CFR 21, 23, 25 and 101) Read instructions before completing.

PART I - To be completed by Permittee or Licensee

1(a) Name of Corporate Permittee or Licensee

MCI Telecommunications Corporation

Mailing Street Address or P. O. Box, City, State and ZIP Code
1801 Pennsylvania Avenue, N.W.

Washington, D.C. 20006

Call Sign or Other FCC Identifier

See Exhibit I

Internet Address: ~~N/A~~ JLKiddoo@swidlaw.com; Larry.A.Blosser@mci.com

(b) Fee Data. Refer to 47 CFR Section 1.1105, the Common Carrier or Wireless Telecommunications Bureau Fee Filing Guides.

Line No.	(1) Fee Type Code	(2) Fee Multiple	(3) Fee Due for Fee Type Code in (b)(1)
1	CCP	1	\$ 70
2	CAP	707	\$ 31,815

FCC USE ONLY

Add all amounts in Column (3), lines 1 and 2.

Remit this amount with your application. >>> \$ 31,885

2. Permits or Licenses held by Corporation for which a Transfer of Control is sought in this application. (See instructions.)

(a) Call Sign (b) File Number (c) Service (d) No. of Stations

See Exhibit I

3. Name and Street Address or P. O. Box, City, State and ZIP Code of Transferor

Shareholders of MCI Communications Corporation

Howard A. White, Trustee (See below)

623-B Heritage Hills, Somers, NY 10589

4. Name and Street Address or P. O. Box, City, State and ZIP Code of Transferee

WorldCom, Inc.

515 East Amite Street

Jackson, MS 39201

5. Permittee or Licensee represents: (check one)

See Exhibit II

☐ That there is attached to this application as Exhibit No. _____ a certified copy of the Articles of Incorporation (charter) of the permittee or licensee company.

☐ That there is now on file with the Commission a current certified copy of the Articles of Incorporation of the permittee or licensee company. Indicate where filed: _____ Date filed: _____

CERTIFICATION: The undersigned, individually and for the permittee or licensee, represents that all the attached exhibits pertinent to Part I are a material part hereof and are incorporated herein as if set out in full in this application; and certifies that all the statements made in Part I of this application are true, complete and correct to the best of his (her) knowledge and belief. Willful false statements made on this application are punishable by fine and/or imprisonment (U.S. Code, Title 18, Section 1001), and/or revocation of any station license or construction permit (U.S. Code, Title 47, Section 312(a)(1)), and or forfeiture (U.S. Code, Title 47, Section 503).

Printed/Typed Name of Permittee or Licensee (Must agree with Item 1)
MCI Telecommunications Corporation

Signature
[Signature]
Not Available

Title (Office Held by Person Signing)
Assistant Secretary

Date
11/20/97

PART II - To be completed by Transferor

6(a) Transfer of Control will be accomplished by: (check one)

☒ Sale or other transfer or assignment of stock (Complete item 6(b)).

☐ Other (e.g., voting trust agreement, management contract, Court Order, etc.)

(b) Shares	No. of Shares	Classification (common, preferred, etc.)
Shares to be transferred	See Exhibit III	III
Shares issued and outstanding		
Shares authorized		

7. Attach as Exhibit No. III a statement on how control is to be transferred, and copies of any pertinent contracts, agreements, instruments, certified copies of Court Orders, etc.

CERTIFICATION: The undersigned represents that stock will not be delivered and that control will not be transferred until the Commission's consent has been received, but that transfer must be completed within 45 days if Commission consents; that all attached exhibits pertinent to Part II of this application are true, complete and correct to the best of his (her) knowledge and belief. Willful false statements made on this application are punishable by fine and/or imprisonment (U.S. Code, Title 18, Section 1001), and/or revocation of any station license or construction permit (U.S. Code, Title 47, Section 312(a)(1)), and or forfeiture (U.S. Code, Title 47, Section 503).

Printed/Typed Name of Transferor Licensee (Must agree with Item 3)
Shareholders of MCI

Communications Corp.
1801 Pennsylvania Ave.
Washington, DC 20006

Signature
[Signature]

Title (Office Held by Person Signing)
Trustee

Date
9/30/97

FCC 704 - Page 1 June 1997

Vice President
& Secretary

11/20/97

As Amended November 21, 1997

Volume III, Section I
FCC Form 704
Step II Application

EXHIBIT II
(Question 5)

*

~~Due to the nature of this transaction, the Transferee is unable to obtain a representation on the part of the Licensee with respect to the Licensee's Articles of Incorporation.~~ A certified copy of the Articles of Incorporation of the Licensee was provided to the Commission in FCC GN Dkt. No. 96-245 on December 2, 1996, and Transferee requests that the Commission incorporate that filing by reference herein.

* See Amendment to Application of WorldCom, Inc. For Transfer of Control of MCI Communications Corporation, dated November 21, 1997.

EXHIBIT III

(Questions 6 and 7)

* ~~A detailed description of this transaction is contained in Volume I, Section I.A of this consolidated filing. In addition, on October 1, 1997, Transferee is submitting its Form S-4 Registration Statement at the Securities and Exchange Commission ("SEC"), which describes the transaction in greater detail. The Form S-4 will be publicly available on the SEC's Electronic Data Gathering, Analysis and Retrieval (EDGAR) system which can be accessed at <http://www.sec.gov>. A copy of the Voting Trust Agreement is contained in Volume I, Section IV.A of this consolidated filing.~~

* See Amendment to Application of WorldCom, Inc. For Transfer of Control of MCI Communications Corporation, dated November 21, 1997.

EXHIBIT X
(Question 27(b))

- * Transferee has not yet had the opportunity to conduct an examination of the subject facilities, but such an inspection will be conducted prior to the Commission's approval of the transfer of control of the applicable authorizations.

* *See Amendment to Application of WorldCom, Inc. For Transfer of Control of MCI Communications Corporation, dated November 21, 1997.*

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FEDERAL COMMUNICATIONS COMMISSION
Washington, DC 20554

Approved by OMB
3060-0048
Est. Burden: 8 Hours

FCC USE ONLY

APPLICATION FOR CONSENT TO TRANSFER OF CONTROL

(Under 47 CFR 21, 23, 25 and 101) Read Instructions before completing.

PART I - To be completed by Permittee or Licensee

1(a) Name of Corporate Permittee or Licensee

SouthernNet of South Carolina, Inc.

Mailing Street Address or P. O. Box, City, State and ZIP Code
1801 Pennsylvania Avenue, N.W.
Washington, D.C. 20006

Call Sign or Other FCC Identifier

See Exhibit I

Internet Address

JLKiddoo@swidlaw.com; Larry.A.Blosser@mci.com

N/A

(b) Fee Data. Refer to 47 CFR Section 1.1105, the Common Carrier or Wireless Telecommunications Bureau Fee Filing Guides.

Line No.	(1) Fee Type Code	(2) Fee Multiple	(3) Fee Due for Fee Type Code in (b)(1)
1	CCP	1	\$70.00
2			\$

FCC USE ONLY

Add all amounts in Column (3), lines 1 and 2.
Remit this amount with your application.

>>> \$70.00

2. Permits or Licenses held by Corporation for which a Transfer of Control is sought in this application. (See instructions.)

(a) Call Sign (b) File Number (c) Service (d) No. of Stations

See Exhibit I

3. Name and Street Address or P. O. Box, City, State and ZIP Code of Transferor

~~Shareholders of MCI Communications Corporation~~
~~Howard A. White, Trustee (See below)~~
~~623-B Heritage Hills, Somers, NY 10589~~

4. Name and Street Address or P. O. Box, City, State and ZIP Code of Transferee

WorldCom, Inc.
515 East Amite Street
Jackson, MS 39201

5. Permittee or Licensee represents: (check one)

- ☐ That there is attached to this application as Exhibit No. See Exhibit II a certified copy of the Articles of Incorporation (charter) of the permittee or licensee company.
- ☐ That there is now on file with the Commission a current certified copy of the Articles of Incorporation of the permittee or licensee company. Indicate where filed: _____ Date filed: _____

CERTIFICATION: The undersigned, individually and for the permittee or licensee, represents that all the attached exhibits pertinent to Part I are a material part hereof and are incorporated herein as if set out in full in this application; and certifies that all the statements made in Part I of this application are true, complete and correct to the best of his (her) knowledge and belief. Willful false statements made on this application are punishable by fine and/or imprisonment (U.S. Code, Title 18, Section 1001), and/or revocation of any station license or construction permit (U.S. Code, Title 47, Section 312(a)(1)), and or forfeiture (U.S. Code, Title 47, Section 503).

Printed/Typed Name of Permittee or Licensee (Must agree with Item 1)
SouthernNet of South Carolina, Inc.

Signature

Not Available

Title (Office Held by Person Signing)

Assistant Secretary

Date

11/20/97

PART II - To be completed by Transferor

6(a) Transfer of Control will be accomplished by: (check one)

- ☒ Sale or other transfer or assignment of stock (Complete Item 6(b)).
- ☐ Other (e.g., voting trust agreement, management contract, Court Order, etc.)

(b) Shares	No. of Shares	Classification (common, preferred, etc.)
Shares to be transferred	See Exhibit III	
Shares issued and outstanding		
Shares authorized		

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Printed/Typed Name of Transferor Licensee (Must agree with Item 3)

~~Shareholders of MCI~~
~~Communications Corporation~~
1801 Pennsylvania Ave.
Washington, D.C. 20006

Signature

Howard A. White

Title (Office Held by Person Signing)

Trustee

Date

11/20/97

FCC 704 - Page 1 June 1997

Vice President
& Secretary

11/20/97

As Amended November 21, 1997

Volume III, Section I
FCC Form 704
Step II Application

EXHIBIT II
(Question 5)

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FEDERAL COMMUNICATIONS COMMISSION
Washington, DC 20584

Approved by OMB
3040-0048
Est. Burden: 8 Hours

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APPLICATION FOR CONSENT TO TRANSFER OF CONTROL

(Under 47 CFR 21.23, 25 and 101) Read instructions before completing.

PART I - To be completed by Permittee or Licensee

1(a) Name of Corporate Permittee or Licensee

Teleconnect Long Distance Services and Systems Company

Mailing Street Address or P. O. Box, City, State and ZIP Code
1801 Pennsylvania Avenue, N.W.
Washington, D.C. 20006

Call Sign or Other FCC Identifier

See Exhibit I

Internet Address N/A JLKiddoo@swidlaw.com; Larry.A.Blosser@mci.com

(b) Fee Data. Refer to 47 CFR Section 1.1105, the Common Carrier or Wireless Telecommunications Bureau Fee Filing Guides.

Line No.	(1) Fee Type Code	(2) Fee Multiple	(3) Fee Due for Fee Type Code in (b)(1)
1	CCP	1	\$ 70.00
2	CAP	10	\$ 450.00

FCC USE ONLY

Add all amounts in Column (3), lines 1 and 2.
Remit this amount with your application.

➤➤ \$520.00

2. Permits or License held by Corporation for which a Transfer of Control is sought in this application. (See instructions.)

(a) Call Sign (b) File Number (c) Service (d) No. of Stations

See Exhibit I

3. Name and Street Address or P. O. Box, City, State and ZIP Code of Transferor

~~Shareholders of~~ MCI Communications Corporation
~~Howard A. White, Trustee~~ (See below)
~~623-B Heritage Hills, Somers, NY 10509~~

4. Name and Street Address or P. O. Box, City, State and ZIP Code of Transferee

WorldCom, Inc.
515 East Amite Street
Jackson, MS 39201

5. Permittee or Licensee represents: (check one)

☐ That there is attached to this application as Exhibit No. See Exhibit II a certified copy of the Articles of Incorporation (charter) of the permittee or licensee company.

☐ That there is now on file with the Commission a current certified copy of the Articles of Incorporation of the permittee or licensee company. Indicate where filed: _____ Date filed: _____

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Printed/Typed Name of Permittee or Licensee (Must agree with Item 1)	Signature	Title (Office Held by Person Signing)	Date
Teleconnect Long Distance Svcs. & Sys. Co.	<u>Not Available</u>	Assistant Secretary	11/20/97

PART II - To be completed by Transferor

6(a) Transfer of Control will be accomplished by: (check one)

☒ Sale or other transfer or assignment of stock (Complete item 6(b)).

☐ Other (e.g., voting trust agreement, management contract, Court Order, etc.)

(b) Shares	No. of Shares	Classification (common, preferred, etc.)
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Shares issued and outstanding		
Shares authorized		

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Printed/Typed Name of Transferor Licensee (Must agree with Item 3)	Signature	Title (Office Held by Person Signing)	Date
Shareholders of MCI Communications Corporation 1801 Pennsylvania Ave. Washington, D.C. 20006	<u>Howard A. White</u>	Trustee	9/30/97

FCC 704 - Page 1 June 1997

Vice President
& Secretary

11/20/97

As Amended November 21, 1997

EXHIBIT II
(Question 5)

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EXHIBIT III

(Questions 6 and 7)

* ~~A detailed description of this transaction is contained in Volume I, Section I.A of this consolidated filing. In addition, on October 1, 1997, Transferee is submitting its Form S-4 Registration Statement at the Securities and Exchange Commission ("SEC"), which describes the transaction in greater detail. The Form S-4 will be publicly available on the SEC's Electronic Data Gathering, Analysis and Retrieval (EDGAR) system which can be accessed at <<http://www.sec.gov>>. A copy of the Voting Trust Agreement is contained in Volume I, Section IV.A of this consolidated filing.~~

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FEDERAL COMMUNICATIONS COMMISSION
Washington, DC 20554

Approved by OMB
3060-0048
Est. Burden: 8 Hours

FCC USE ONLY

APPLICATION FOR CONSENT TO TRANSFER OF CONTROL

(Under 47 CFR 21, 23, 25 and 101) Read instructions before completing.

PART I - To be completed by Permittee or Licensee

1(a) Name of Corporate Permittee or Licensee

Western Union International, Inc.

Mailing Street Address or P. O. Box, City, State and ZIP Code

201 Centennial Avenue

Piscataway, NJ 08854

Internet Address

JLKiddoo@swidlaw.com; Larry.A.Blosser@mci.com

Call Sign or Other FCC Identifier

See Exhibit I

(b) Fee Data. Refer to 47 CFR Section 1.1105, the Common Carrier or Wireless Telecommunications Bureau Fee Filing Guides.

Line No.	(1) Fee Type Code	(2) Fee Multiple	(3) Fee Due for Fee Type Code in (b)(1)
1	CCP	1	\$ 70.00
2	CAP	5	\$ 225.00

FCC USE ONLY

Add all amounts in Column (3), lines 1 and 2.
Remit this amount with your application. ➡ \$ 295.00

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(a) Call Sign (b) File Number (c) Service (d) No. of Stations

See Exhibit I

3. Name and Street Address or P. O. Box, City, State and ZIP Code of Transferor

~~Shareholders of MCI Communications Corporation~~
~~Howard A. White, Trustee (See below)~~
~~623-B Heritage Hills, Somers, NY 10509~~

4. Name and Street Address or P. O. Box, City, State and ZIP Code of Transferee

WorldCom, Inc.
515 East Amite Street
Jackson, MS 39201

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Printed/Typed Name of Permittee or Licensee (Must agree with item 1)

Western Union International, Inc.

Signature

Not Available

Title (Office Held by Person Signing)

Assistant Secretary

Date

11/20/97

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6(a) Transfer of Control will be accomplished by: (check one)

☒ Sale or other transfer or assignment of stock (Complete item 6(b)).

☐ Other (e.g., voting trust agreement, management contract, Court Order, etc.)

(b) Shares	No. of Shares	Classification (common, preferred, etc.)
Shares to be transferred	<u>See Exhibit III</u>	
Shares issued and outstanding		
Shares authorized		

7. Attach as Exhibit No. III a statement on how control is to be transferred, and copies of any pertinent contracts, agreements, instruments, certified copies of Court Orders, etc.

CERTIFICATION: The undersigned represents that stock will not be delivered and that control will not be transferred until the Commission's consent has been received, but that transfer must be completed within 45 days if Commission consents; that all attached exhibits pertinent to Part II of this application are true, complete and correct to the best of his (her) knowledge and belief. Willful false statements made on this application are punishable by fine and/or imprisonment (U.S. Code, Title 18, Section 1001), and/or revocation of any station license or construction permit (U.S. Code, Title 47, Section 312(a)(1)), and or forfeiture (U.S. Code, Title 47, Section 503).

Printed/Typed Name of Transferor Licensee (Must agree with item 3)

~~Shareholders of MCI~~
Communications Corporation
1801 Pennsylvania Ave.
Washington, DC 20006

Signature

Howard A. White
Vice President & Secretary

Title (Office Held by Person Signing)

Trustee

Vice President & Secretary

Date

11/20/97

EXHIBIT II
(Question 5)

* ~~Due to the nature of this transaction, the Transferee is unable to obtain a representation on the part of the Licensee with respect to the Licensee's Articles of Incorporation.~~ A certified copy of the Articles of Incorporation of the Licensee was provided to the Commission in FCC GN Dkt. No. 96-245 on December 2, 1996, and Transferee requests that the Commission incorporate that filing by reference herein.

* See Amendment to Application of WorldCom, Inc. For Transfer of Control of MCI Communications Corporation, dated November 21, 1997.

EXHIBIT III

(Questions 6 and 7)

* ~~A detailed description of this transaction is contained in Volume I, Section I.A of this consolidated filing. In addition, on October 1, 1997, Transferee is submitting its Form S-4 Registration Statement at the Securities and Exchange Commission ("SEC"), which describes the transaction in greater detail. The Form S-4 will be publicly available on the SEC's Electronic Data Gathering, Analysis and Retrieval (EDGAR) system which can be accessed at <<http://www.sec.gov>>. A copy of the Voting Trust Agreement is contained in Volume I, Section IV.A of this consolidated filing.~~

* See Amendment to Application of WorldCom, Inc. For Transfer of Control of MCI Communications Corporation, dated November 21, 1997.

EXHIBIT X
(Question 27(b))

- * Transferee has not yet had the opportunity to conduct an examination of the subject facilities, but such an inspection will be conducted prior to the Commission's approval of the transfer of control of the applicable authorizations.

- * *See Amendment to Application of WorldCom, Inc. For Transfer of Control of MCI Communications Corporation, dated November 21, 1997.*

FCC 704
FEDERAL COMMUNICATIONS COMMISSION
Washington, DC 20554

Approved by OMB
3060-0048
Est. Burden: 8 Hours

FCC USE ONLY

APPLICATION FOR CONSENT TO TRANSFER OF CONTROL

(Under 47 CFR 21.23, 25 and 101) Read instructions before completing.

PART I - To be completed by Permittee or Licensee

(a) Name of Corporate Permittee or Licensee

MCI Telecommunications Corporation

Mailing Street Address or P. O. Box, City, State and ZIP Code
1801 Pennsylvania Avenue, N.W.
Washington, D.C. 20006

Call Sign or Other FCC Identifier
See Exhibit I

Internet Address ~~N/A~~ JLKiddoo@swidlaw.com; Larry.A.Blosser@mci.com

(b) Fee Data. Refer to 47 CFR Section 1.1105, the Common Carrier or Wireless Telecommunications Bureau Fee Filing Guides.

Line No.	(1) Fee Type Code	(2) Fee Multiple	(3) Fee Due for Fee Type Code in (b)(1)
1	CNY	1	\$ 365.00
2	CEY	11	\$ 1,375.00

FCC USE ONLY

Add all amounts in Column (3), lines 1 and 2.
Remit this amount with your application. **>>> \$ 1,740.00**

2. Permits or Licenses held by Corporation for which a Transfer of Control is sought in this application. (See Instructions.)

(a) Call Sign (b) File Number (c) Service (d) No. of Stations

See Exhibit I

3. Name and Street Address or P. O. Box, City, State and ZIP Code of Transferor

~~Shareholders of MCI Communications Corporation~~
~~Howard A. White, Trustee~~ (See below)
~~623-B Heritage Hills, Somers, NY 10589~~

4. Name and Street Address or P. O. Box, City, State and ZIP Code of Transferee

WorldCom, Inc.
515 East Amite Street
Jackson, MS 39201

5. Permittee or Licensee represents: (check one) See Exhibit II

- ☐ That there is attached to this application as Exhibit No. a certified copy of the Articles of Incorporation (charter) of the permittee or licensee company.
- ☐ That there is now on file with the Commission a current certified copy of the Articles of Incorporation of the permittee or licensee company. Indicate where filed: Date filed:

CERTIFICATION: The undersigned, individually and for the permittee or licensee, represents that all the attached exhibits pertinent to Part I are a material part hereof and are incorporated herein as if set out in full in this application; and certifies that all the statements made in Part I of this application are true, complete and correct to the best of his (her) knowledge and belief. Willful false statements made on this application are punishable by fine and/or imprisonment (U.S. Code, Title 18, Section 1001), and/or revocation of any station license or construction permit (U.S. Code, Title 47, Section 312(a)(1)), and or forfeiture (U.S. Code, Title 47, Section 503).

Printed/Typed Name of Permittee or Licensee (Must agree with Item 1)

Signature

Title (Office Held by Person Signing)

Date

MCI Telecommunications Corporation ~~Not Available~~

Assistant Secretary

11/20/97

PART II - To be completed by Transferor

6(a) Transfer of Control will be accomplished by: (check one)

- ☒ Sale or other transfer or assignment of stock (Complete item 6(b)).
- ☐ Other (e.g., voting trust agreement, management contract, Court Order, etc.)

(b) Shares	No. of Shares	Classification (common, preferred, etc.)
Shares to be transferred	See Exhibit III	
Shares issued and outstanding		
Shares authorized		

7. Attach as Exhibit No. III a statement on how control is to be transferred, and copies of any pertinent contracts, agreements, instruments, certified copies of Court Orders, etc.

CERTIFICATION: The undersigned represents that stock will not be delivered and that control will not be transferred until the Commission's consent has been received, but that transfer must be completed within 45 days if Commission consents; that all attached exhibits pertinent to Part II of this application are true, complete and correct to the best of his (her) knowledge and belief. Willful false statements made on this application are punishable by fine and/or imprisonment (U.S. Code, Title 18, Section 1001), and/or revocation of any station license or construction permit (U.S. Code, Title 47, Section 312(a)(1)), and or forfeiture (U.S. Code, Title 47, Section 503).

Printed/Typed Name of Transferor Licensee (Must agree with Item 3)

Signature

Title (Office Held by Person Signing)

Date

~~Shareholders of MCI~~
Communications Corporation
1801 Pennsylvania Ave.
Washington, DC 20006

~~Trustee~~

Vice President
& Secretary

11/20/97

EXHIBIT II
(Question 5)

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~~Due to the nature of this transaction, the Transferee is unable to obtain a representation on the part of the Licensee with respect to the Licensee's Articles of Incorporation.~~ A certified copy of the Articles of Incorporation of the Licensee was provided to the Commission in FCC GN Dkt. No. 96-245 on December 2, 1996, and Transferee requests that the Commission incorporate that filing by reference herein.

* See Amendment to Application of WorldCom, Inc. For Transfer of Control of MCI Communications Corporation, dated November 21, 1997.

**Volume III, Section I
FCC Form 704
Step II Application**

EXHIBIT III

(Questions 6 and 7)

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* See Amendment to Application of WorldCom, Inc. For Transfer of Control of MCI Communications Corporation, dated November 21, 1997.